

# ASSOCIATION FOR RECORDED SOUND COLLECTIONS, INC.

## BYLAWS

### ARTICLE I. NAME

The name of this association shall be the Association for Recorded Sound Collections, Inc. (hereafter "ARSC").

### ARTICLE II. PURPOSE

The purposes for which ARSC has been formed are exclusively charitable and educational, including, but not limited to, the following:

- a. to encourage cooperation and communication among recordings archivists and collectors;
- b. to promote cooperation and communication among organizations and individuals concerned with specific aspects of sound recordings;
- c. to foster recognition and use of sound recordings as sources of information by students and research scholars;
- d. to encourage development of the highest standards of scholarship with respect to research involving sound recordings and their relation to other disciplines;
- e. to develop standards of bibliographic control and access to cooperating sound recordings collections assembled for research or instructional purposes;
- f. to foster improvement of techniques for the reproduction, storage, and preservation of sound recordings;
- g. to publish from time to time, and to support publication of, articles, monographs, discographies, and correspondence which contribute to the knowledge and enjoyment of sound recordings;
- h. to convene members and guests periodically to share information, experience, and entertainment.

### ARTICLE III. CAPTIONS, NUMBER, GENDER

The captions contained in the Bylaws are for convenience only and are not intended in any way to limit or enlarge the terms or provisions of these Bylaws. Whenever in these Bylaws the context so requires, the singular shall include the plural and the converse; and the use of any gender shall be deemed to include all genders.

### ARTICLE IV. MEMBERSHIP

#### Section 1. Categories of Membership

ARSC shall be composed of the following specified categories of membership:

- a. Regular Members
  1. Any individual, public or private archive, institution, corporate entity, business enterprise, or unincorporated association interested in the purposes of ARSC may become a Regular Member upon payment of the appropriate annual dues.
  2. An individual Regular Member enjoys the right to vote, to hold office and to participate in the affairs of ARSC either in person or through written communication.
  3. The chief executive officer of an institution or organization holding Regular Membership in ARSC may designate, by name or office, a person who shall be called a Designated Member, to receive communications, to cast the institution's or organization's vote at membership meetings, and to participate in the affairs of ARSC. To hold office, the Designated Member must hold an individual Regular Membership.
  4. Nothing herein with respect to institutional or organizational membership shall be construed to limit or discourage persons affiliated with such organizations from becoming individual Regular Members in their own names, nor shall anything herein be construed to inhibit institutions and organizations from making use of other persons, in addition to the Designated Member, to contribute to the achievement of ARSC goals and programs.
- b. Special Members

The Board of Directors of ARSC May by majority vote prescribe the creation of special member categories in addition to those listed in this section.
- c. Sustaining Members

Any Regular Member who voluntarily contributes an additional amount at least equal to the prescribed annual dues shall be recognized as a Sustaining Member during the year for which dues are being paid and shall be so named in the last yearly *ARSC Newsletter*.

d. Other Special Members

The Board of Directors of ARSC may define additional membership categories, including Donor Members, Patron Members, and Benefactor Members, based on levels of annual financial contributions to ARSC in excess of Regular Membership. Other Special Members shall be so named in an appropriate manner in the ARSC Newsletter.

e. Honorary Members

Upon the signed recommendation of a Regular Member, seconded by no fewer than three members of the Executive Committee, and confirmed by two-thirds of the members present and voting at a duly called meeting of the members at which the question is in order, Honorary Membership for life may be conferred on persons who shall have rendered notable service to ARSC. An Honorary Member shall have none of the financial obligations of membership but shall be entitled to all of the privileges except holding office.

f. Joint Membership

Two persons living at the same mailing address and eligible to be individual Regular Members may, through notification to the Executive Director, elect joint membership, in which case they shall receive a single subscription to ARSC publications, but each shall enjoy all other privileges of ARSC membership provided for in this article.

**Section 2. Entitlements**

Each member in good standing shall receive all appropriate notices and be entitled to a single vote on every issue that may be submitted to the entire membership for decision. Every member shall receive all periodic publications issued by ARSC upon payment of the appropriate dues. Every member in good standing may submit specific written proposals and comments on ARSC policies, programs and administrative practices for consideration by the Board of Directors and shall be entitled to speak in favor of that member's position whenever the topic in question is taken up for Board consideration. All members in good standing may attend open-session committee and Board of Directors meetings as observers and may contribute if invited to do so.

**Section 3. Non-discrimination**

No person shall be denied membership because of sex, race, color, religious belief or lack thereof, political persuasion, national origin, age, veteran status, sexual orientation, gender identity, disability, or any other basis of discrimination prohibited by law.

**Section 4. Termination**

A member in good standing may terminate membership by notification to the Executive Director of ARSC. If a member's dues remain unpaid for one membership year, the membership shall be considered terminated.

**ARTICLE V. OFFICERS**

**Section 1. Enumeration**

The officers of ARSC shall be a President; a First Vice-President/President-Elect, in alternate years, an Immediate Past-President; a Second Vice-President; a Treasurer; and a Secretary.

**Section 2. Terms**

The terms of the person elected as First Vice-President/President-Elect shall be one year as First Vice-President, followed immediately by two years as President, and then one year as Immediate Past-President. The First Vice-President/President-Elect shall be elected at the membership meeting which coincides with the commencement of the President's second year in office and shall take office at the close of the meeting at which elected. The Immediate Past-President shall serve as an officer until the adjournment of the membership meeting which coincides with the completion of his successor's first year in office as President. The Second Vice-President, Treasurer, and Secretary shall serve for a term of two years or until their successors are elected. They shall take office at the close of the membership meeting at which they are elected and shall serve until the adjournment of the meeting at which the names of their successors are made public. No officer, except the Treasurer, shall serve for more than one consecutive term in the same office, except as may be required by Section 4, Presidential Succession, of this Article.

**Section 3. Duties of Officers and Members-at-Large**

The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by ARSC.

- a. The President shall be the chief executive officer and shall be responsible for the guidance and direction of the activities undertaken to achieve the objectives of ARSC during his term of office. The President shall preside at meetings of the membership and of the Board of Directors and at other required times; prepare a report on the state of the Association for presentation at the annual membership meeting; appoint the Chairs and serve as *ex-officio* member of all committees except the Nominating Committee; and represent ARSC, or designate an alternate to do so, on all occasions when ARSC representation or participation is appropriate or desirable.
- b. The First Vice-President/President-Elect, or the Immediate Past-President shall perform the duties of the President in the absence or inability of the President to discharge the duties of the office, and shall perform such other duties as the President or the Board of Directors may assign.
- c. The Second Vice-President shall be responsible for the conference program at the annual membership meeting.
- d. The Treasurer shall have responsibility for funds and securities received and disbursed by ARSC. The Treasurer shall be responsible for the deposit of monies and negotiable instruments in the name, and to the credit, of ARSC in such depositories as the Board of Directors may from time to time designate; shall authorize and disburse required funds against fully supported invoices and vouchers to meet the financial obligations approved by the Board of Directors; shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to ARSC; and shall present a statement of income and expense at meetings of the Board of Directors and of the general membership.
- e. The Secretary shall record the minutes of all meetings of the Board of Directors, the Executive Committee, and the membership; shall send copies of the minutes to the members of the Executive Committee; and shall make a written report at the annual membership meeting.
- f. Members-at-Large shall undertake, or assist in executing, existing or new projects on behalf of the Association, at the request of the President.

**Section 4. Presidential Succession**

- a. In the event the office of President becomes vacant during the first year of an incumbent's term, the Immediate Past-President shall resume the Presidency until the close of the next scheduled annual meeting; at that time the newly-elected First Vice-President/President-Elect shall immediately assume the Presidency for a term of three years. In the event the office of President becomes vacant during the second year of an incumbent's term, the First Vice-President/President-Elect shall assume the Presidency for the remainder of the unexpired term and then shall serve his own term as President.
- b. In the event the offices of President, Immediate Past-President and First Vice-President/President-Elect become vacant simultaneously, the Board of Directors shall elect a Regular Member of ARSC to serve as President pro tempore until the close of the next scheduled annual meeting of the membership. If the First Vice-President/President-Elect would normally take office at that annual membership meeting, the members present shall elect a Regular Member to serve as President pro tempore until the next following annual membership meeting.

**Section 5. Other Vacancies**

Vacancies beyond those of President and First Vice-President shall be filled by Board of Directors voting, if necessary, by mail.

**ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. Enumeration**

The Board of Directors shall consist of the five elected Officers of ARSC, two Members-at-Large, and the Executive Director.

- a. The Members-at-Large shall be elected in the same manner and at the same time as the Officers, other than First Vice-President, and shall serve two-year terms concurrent with those Officers.
- b. The Executive Director shall be a non-voting member of the Board of Directors, appointed by the President with the approval of the Board, and shall serve a term concurrent with that of the President or for a term of contract approved by the Board. The Executive Director shall attend all meetings of the ARSC membership, the Board of Directors, and the Executive Committee; shall be responsible for notices and handle any business associated with meetings; shall conduct the business affairs of ARSC; and shall perform such other duties as may be assigned by the Board of Directors.

**Section 2. Duties of the Board**

The Board of Directors shall formulate policies subject to the authorization of the membership and shall execute those policies, acting always as the representative of the membership; transact business and act for the membership between meetings of ARSC; control the funds and supervise the financial administration of ARSC; establish the amount of dues; establish standing and special committees; set the time and place of the of the membership and the Executive Committee meetings; and fill by appointment any vacancy for an unexpired term not otherwise provided for in these Bylaws.

**Section 3. Meetings**

Regular meetings of the Board shall be held at least twice a year, one of which shall be at the time of the annual membership meeting. Special meetings shall be called by the President at his discretion or upon the written request of two Directors. A majority of the voting Directors shall constitute a quorum of the Board.

***ARTICLE VII. EXECUTIVE COMMITTEE***

**Section 1. Enumeration**

The Executive Committee shall consist of the Board of Directors of ARSC and the Chairs of Standing Committees, who are voting members; and the Chairs of Special Committees, who are non-voting members.

**Section 2. Duties**

The Executive Committee shall be responsible for developing the long-range goals of ARSC, recommending to the Board of Directors policies to be considered and submitted to the membership, and performing such other duties as shall be assigned to it by the Board.

**Section 3. Meetings**

The Executive Committee shall meet at least once a year, and a majority of the voting members shall constitute a quorum.

***ARTICLE VIII. STANDING AND SPECIAL COMMITTEES***

**Section 1. Standing Committees**

Standing Committees shall be established by the Board of Directors to insure continuity of ARSC and shall be Finance, Publications, Technical, Chapters, and such others as the Board shall authorize from time to time. Chairs of Standing Committees shall be appointed by the President. Chairs shall submit annual reports to the Board of Directors and to the membership. Committee Chairs shall serve at the pleasure of the President.

**Section 2. Special Committees**

Special Committees may be authorized by the Board of Directors to carry out program or projects of ARSC. The President shall appoint the Chairs of such Committees and fix termination dates.

***ARTICLE IX. MEETINGS***

**Section 1. Annual Meeting**

The annual meeting of the ARSC membership shall be held at such time and place as the Board of Directors shall determine, provided that notice of the meeting shall be mailed all members at least 60 days in advance. If set to coincide with an ARSC convention or program, the membership meeting may be held in several non-consecutive sessions with such departures from the usual order of business as the Chairs may direct, provided that no business on the agenda is omitted by final adjournment except by majority vote of the members present.

**Section 2. Quorum**

The presence of at least one third of the total number of members in good standing in attendance at the annual conference during which a membership meeting takes place shall constitute a quorum for the transaction of business at all meetings of the membership.

***ARTICLE X. ELECTION OF OFFICERS AND DIRECTORS***

**Section 1. Timing**

Officers and Directors shall be elected at the annual membership meeting in alternate years except as otherwise provided for the First Vice-President/President-Elect in Article V, Section 2, or to ensure presidential succession in accordance with Article V, Section 4 of these Bylaws.

**Section 2. Nominating Committee**

A Nominating Committee shall be elected by the membership at the annual meeting preceding the election. It shall consist of three members, only one of whom may be a member of the Board of Directors or of the Executive Committee; the Chair shall be appointed by the President. Subject to the limitations of Article V, Section 2, of these Bylaws, members of the Nominating Committee are not barred from being nominated.

### **Section 3. Nominations**

- a. The Nominating Committee shall prepare a slate of at least two nominees for each prospective officer and director vacancy to be filled from among those members in good standing who, at the request of the Committee, agree to be on the slate, submit brief biographical resumes. When two qualified candidates cannot be identified or recruited, the Nominating Committee is permitted to nominate a candidate for office to run unopposed. However, no more than two positions may be unopposed on any given election slate.
- b. Further nominations may be made by petition to the Committee, each signed by three voting members and accompanied by the nominee's acceptance and resume; petitions must be received by the committee at least three months prior to the membership meeting.
- c. All nominees' names shall appear on a single ballot.

### **Section 4. Voting**

ARSC members shall vote secret ballots mailed to them at least 60 days prior to the meeting set for elections, seal and return the ballots to the Executive Director by the designated closing date, which shall be not later than seven days before the meeting. Ballots shall be held unopened by the Executive Director and turned over to the Inspectors of Elections at the meeting.

### **Section 5. Certification of Elections**

As soon as practicable after the ARSC members convene at any meeting which includes elections, the membership shall elect three Inspectors of Elections from among members who are neither candidates for, nor holders of, the offices to be filled. The Inspectors of Elections shall supervise the tally of the ballots received before the closing date by the Executive Director, certify the election of those candidates who receive a plurality of the votes cast for their respective offices, and report the names of the elected candidates to the President and members of ARSC prior to the conclusion of the meeting.

## ***ARTICLE XI. FINANCIAL ADMINISTRATION***

### **Section 1. Property and Capital**

All property and capital assets of any kind acquired by ARSC shall be the absolute property of ARSC and shall be administered by the Board of Directors. Any products or publications, including interim and final reports, generated by ARSC committees or projects undertaken by ARSC shall be ARSC property which may be offered for sale only as consistent with Article II of these Bylaws and ARSC's non-profit character.

### **Section 2. Budget**

Not later than each December First, the Board of Directors shall adopt an operating budget for the ensuing year based on recommendations from the Finance Committee as reviewed by the Executive Committee, provided that any proposed discretionary programs or projects requiring expenditures which would have to be supported through increased dues shall be held in abeyance subject to ratification of the dues increase by the Board of Directors, and further provided that any projects or programs undertaken under ARSC sponsorship but funded entirely from non-dues sources shall not be included in the ARSC operating budget.

### **Section 3. Dues**

Dues shall be assessed by the Board of Directors. Changes in amounts of dues to be assessed shall be subject to ratification by an absolute two-thirds majority of the Board of Directors. Joint Membership dues shall be equal to those assessed an individual Regular Member.

### **Section 4. Compensation**

Officers and members shall not be compensated for their services to ARSC but shall be reimbursed for authorized out-of-pocket expenses on behalf of ARSC. However, upon majority vote by the Board of Directors, members may be compensated for special assignments or specific positions. The officers and directors of ARSC shall have no personal liability with respect to any contract or commitment made by them, in good faith, on behalf of ARSC. Fidelity bonds or liability insurance when and if required, for members exercising fiscal or fiduciary responsibilities for ARSC, shall be obtained at ARSC expense.

## **Section 5. Financial and Procedural Audit**

The Board of Directors shall ensure that all applicable tax returns are filed and shall authorize the Treasurer to take legal or financial counsel when and as required for this purpose. On conclusion of the Treasurer's final term of office, and at such other times as the Board deems appropriate, the Board shall engage a Certified Public Accountant or appoint a committee of at least three members to review the ARSC financial records and prepare a report to the members. Members shall have access to the financial records of ARSC on reasonable notice to the Treasurer at no additional cost to ARSC.

## **Section 6. Fiscal Year**

The fiscal year shall be the calendar year.

## **ARTICLE XII. CHAPTERS**

### **Section 1. Establishment**

In order to expand ARSC services to the members and encourage greater participation by members in programs and activities, the ARSC Board of Directors shall be empowered, upon the affirmative vote of the ARSC membership at a duly called meeting, to approve establishment of local Chapters of ARSC, subject to the following criteria:

- a. The prospective Chapter shall be composed of not fewer than ten persons, all of whom shall be Regular Members of ARSC;
- b. The governing document of the prospective Chapter shall be submitted to the ARSC Board of Directors for approval; shall include the words "Chapter of ARSC" as part of the organization's name; shall cite explicitly a purpose to further the goals and purposes of ARSC and quote Article II of these Bylaws; shall provide for suspension of Chapter membership to persons who fail to maintain ARSC membership; shall designate one or more officers to coordinate Chapter activities with ARSC and represent the Chapter in ARSC activities; shall explicitly obligate the Chapter to indemnify ARSC or hold it harmless from liability in connection with anything done or not done by the Chapter;
- c. The prospective Chapter shall not infringe on the territory of membership of any existing Chapter without the consent of the existing Chapter.

### **Section 2. Privileges and Responsibilities**

The Chapter President or a designated alternate shall serve as a member of the ARSC Chapters Committee. The Chapter President and the ARSC Board of Directors may designate members of the appropriate ARSC and Chapter standing committees to promote and coordinate, to the extent deemed mutually practical, Chapter and national activities, meetings, programs and publications.

## **ARTICLE XIII. AFFILIATIONS**

The Board of Directors may execute agreements of mutual affiliation with other organizations provided that the texts of such agreements shall specifically include provisions which:

- a. cite reasons for the affiliation which are in accordance with Article II of these Bylaws;
- b. designate by function or office the persons who shall represent ARSC and the affiliate organization;
- c. exempt individual members of ARSC from any obligation to become individual members of the affiliate organization;
- d. describe the purposes, membership, reporting requirements, and disposition of the products of any joint committees and research projects to be created as a result of the affiliation;
- e. specify the means and language by which the affiliation may be expressed on items of communication issued by the affiliated organizations and their joint committees;
- f. obligate the affiliate organization to indemnify ARSC or hold it harmless in connection with anything done or not done by the affiliate organization;
- g. specify the written notice required and procedures for dissolution of the affiliation upon the initiative of either party.

## **ARTICLE XIV. AMENDMENTS**

Amendments to these Bylaws may be proposed in writing to the Board of Directors by Committee assigned the task of drafting amendments or by voting members equal to at least five percent of the total number of members. The proposed text of any amendments shall be posted on the Association website and all members will be informed of the proposed changes by mail at least 60 days prior to the next scheduled annual membership meeting at which written comments will be reported to the members present and the proposal discussed. Final text of proposed amendments and mail ballots shall be submitted to the members within 90 days after adjournment of the annual membership meeting at which reported. The ballots shall specify a closing date which shall be not earlier than 45 days after the date on which mailed to the members. Amendments shall become part of these Bylaws if approved by two thirds of those members who return voted ballots.

## **ARTICLE XV. DISPOSAL OF PROPERTY**

### **Section 1. Archival Records**

Article XI, Section 1 and Article XV, Section 2 notwithstanding, the Board of Directors may provide for the transfer of all ARSC official records and materials to a suitable archival institution or repository.

**Section 2.** Final Disposal of Assets

In the event of the dissolution of ARSC or any similar continuing organization duly authorized by the membership of ARSC, any money or property belonging to the said Association shall be given to a non-profit, educational institution, the donee to be voted by the membership of ARSC or its continuing organization.

**ARTICLE XVI. PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order, Newly Revised*, latest edition, shall govern all deliberations of ARSC, when not inconsistent with these Bylaws.

*End of Bylaws*

Adopted July 31, 1983  
Amended July 31, 1986  
Amended September 30, 1991  
Amended Oct. 21, 2009